



QUARTERLY STATEMENT

As of March 31, 2013

of the Condition and Affairs of the

PROGRESSIVE MAX INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period)	NAIC Company Code..... 24279	Employer's ID Number..... 34-0472535
Organized under the Laws of OH	State of Domicile or Port of Entry OH	Country of Domicile US
Incorporated/Organized..... March 12, 1937	Commenced Business..... May 10, 1937	
Statutory Home Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH 44143-2182 (Street and Number) (City or Town, State, Country and Zip Code)	
Main Administrative Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH 44143-2182 440-461-5000 (Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)	
Mail Address	P.O. BOX 89490..... CLEVELAND OH 44101-6490 (Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH 44143-2182 440-395-4460 (Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)	
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO (Name) FINANCIAL_REPORTING@PROGRESSIVE.COM (E-Mail Address)	440-395-4460 (Area Code) (Telephone Number) (Extension) 440-446-7168 (Fax Number)

POLICYHOLDER SERVICES AND CLAIMS REPORTING -- 1-800-PROGRESSIVE (1-800-776-4737)

OFFICERS

Name SANJAY MAHESH VYAS DANIEL JOSEPH WITALEC	Title PRESIDENT TREASURER	Name MICHAEL ROBERT UTH	Title SECRETARY
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OTHER

PATRICK KEVIN CALLAHAN JAMES RUSSELL HAAS MARIANN WOJTKUN MARSHALL	(VICE PRESIDENT) (VICE PRESIDENT) (VICE PRESIDENT)	SCOTT EDWARD COLEMAN KAREN ANN KOSUDA	(ASST. TREASURER) (ASST. SECRETARY)
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DIRECTORS OR TRUSTEES

TOBY KRAMER ALFRED DANIEL JOSEPH WITALEC	JAMES RUSSELL HAAS	CAROLINE MAE KORAN	SANJAY MAHESH VYAS
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State of..... OHIO
County of..... CUYAHOGA

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) SANJAY MAHESH VYAS 1. (Printed Name) PRESIDENT (Title)	(Signature) MICHAEL ROBERT UTH 2. (Printed Name) SECRETARY (Title)	(Signature) SCOTT EDWARD COLEMAN 3. (Printed Name) ASSISTANT TREASURER (Title)
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Subscribed and sworn to before me
This 6TH day of MAY, 2013

- a. Is this an original filing?
- b. If no: 1. State the amendment number
- 2. Date filed
- 3. Number of pages attached

Yes [X] No []

PROGRESSIVE MAX INSURANCE COMPANY
ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	288,983,365		288,983,365	264,667,102
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....			0	
3. Mortgage loans on real estate:				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$.....0), cash equivalents (\$....10,998,927) and short-term investments (\$.....0).....	10,998,927		10,998,927	31,798,753
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....	438,063		438,063	
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	300,420,355	0	300,420,355	296,465,855
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	1,107,946		1,107,946	1,519,159
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	5,662,322	1,418,488	4,243,834	5,433,847
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	25,660,664		25,660,664	23,408,075
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	992,148		992,148	1,614,859
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....			0	
17. Amounts receivable relating to uninsured plans.....			0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	9,018,037		9,018,037	8,537,165
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....	11,727,428		11,727,428	1,818,805
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	87,238	46,660	40,578	64,298
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	354,676,138	1,465,148	353,210,990	338,862,063
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	354,676,138	1,465,148	353,210,990	338,862,063

DETAILS OF WRITE-INS

1101.....			0	
1102.....			0	
1103.....			0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501. STATE UNEARNED SURCHARGE RECOVERABLE.....	40,578		40,578	33,777
2502. PREPAID EXPENSES.....	41,506	41,506	0	
2503. MISCELLANEOUS OTHER ASSETS.....	5,154	5,154	0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	30,521
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	87,238	46,660	40,578	64,298

PROGRESSIVE MAX INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....24,847,974)	108,179,627	108,156,860
2. Reinsurance payable on paid losses and loss adjustment expenses	951,689	1,832,350
3. Loss adjustment expenses	22,622,825	22,538,740
4. Commissions payable, contingent commissions and other similar charges	.974	3,055
5. Other expenses (excluding taxes, licenses and fees)	1,283,371	.977,373
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	2,666,264	2,709,476
7.1 Current federal and foreign income taxes (including \$....419,953 on realized capital gains (losses))	3,578,083	1,670,510
7.2 Net deferred tax liability		
8. Borrowed money \$.....0 and interest thereon \$.....0		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$....44,199,596 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act)	92,469,082	85,635,116
10. Advance premium	1,039,932	.585,128
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)		
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others		
15. Remittances and items not allocated		
16. Provision for reinsurance (including \$.....0 certified)		
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding	5,588,407	5,870,900
19. Payable to parent, subsidiaries and affiliates		
20. Derivatives		
21. Payable for securities		
22. Payable for securities lending		
23. Liability for amounts held under uninsured plans		
24. Capital notes \$.....0 and interest thereon \$.....0		
25. Aggregate write-ins for liabilities	834,911	.741,167
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	239,215,165	230,720,675
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	239,215,165	230,720,675
29. Aggregate write-ins for special surplus funds	0	0
30. Common capital stock	3,604,824	3,604,824
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds	0	0
33. Surplus notes		
34. Gross paid in and contributed surplus	37,666,521	.37,666,521
35. Unassigned funds (surplus)	72,724,480	66,870,043
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0)		
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	113,995,825	108,141,388
38. Totals (Page 2, Line 28, Col. 3)	353,210,990	338,862,063

DETAILS OF WRITE-INS

2501. MISCELLANEOUS OTHER LIABILITIES	629,612	.706,760
2502. ESCHEATABLE PROPERTY	176,178	3,265
2503. STATE PLAN LIABILITY	.29,121	31,142
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	834,911	.741,167
2901.		
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

PROGRESSIVE MAX INSURANCE COMPANY
STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$....42,146,729)	39,356,465	42,360,067	164,079,349
1.2 Assumed..... (written \$....89,475,253)	82,641,287	78,481,204	324,464,207
1.3 Ceded..... (written \$....42,146,729)	39,356,465	42,360,067	164,079,349
1.4 Net..... (written \$....89,475,253)	82,641,287	78,481,204	324,464,207
DEDUCTIONS:			
2. Losses incurred (current accident year \$....49,827,885):			
2.1 Direct.....	22,071,278	24,668,862	97,032,008
2.2 Assumed.....	49,569,449	47,280,236	205,870,596
2.3 Ceded.....	21,991,273	24,708,469	97,268,620
2.4 Net.....	49,649,454	47,240,629	205,633,984
3. Loss adjustment expenses incurred.....	8,881,346	8,921,757	35,187,876
4. Other underwriting expenses incurred.....	18,038,543	19,320,337	69,819,780
5. Aggregate write-ins for underwriting deductions.....	0	0	(1)
6. Total underwriting deductions (Lines 2 through 5).....	76,569,343	75,482,723	310,641,639
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	6,071,944	2,998,481	13,822,568
INVESTMENT INCOME			
9. Net investment income earned.....	1,475,254	1,513,456	6,158,052
10. Net realized capital gains (losses) less capital gains tax of \$....419,953.....	780,340	192,341	1,492,899
11. Net investment gain (loss) (Lines 9 + 10).....	2,255,594	1,705,797	7,650,951
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$....57,602 amount charged off \$....543,226).....	(485,624)	(672,849)	(2,932,443)
13. Finance and service charges not included in premiums.....	662,155	695,286	2,808,693
14. Aggregate write-ins for miscellaneous income.....	52,062	56,640	54,361
15. Total other income (Lines 12 through 14).....	228,593	79,077	(69,389)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	8,556,131	4,783,355	21,404,130
17. Dividends to policyholders.....			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17).....	8,556,131	4,783,355	21,404,130
19. Federal and foreign income taxes incurred.....	3,158,130	2,088,892	6,867,323
20. Net income (Line 18 minus Line 19) (to Line 22).....	5,398,001	2,694,463	14,536,807
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	108,141,388	98,257,052	98,257,052
22. Net income (from Line 20).....	5,398,001	2,694,463	14,536,807
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....(99).....	(183)		
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	480,773	475,161	(3,557)
27. Change in nonadmitted assets.....	(24,154)	122,207	306,817
28. Change in provision for reinsurance.....			
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....		544,269	544,269
32. Capital changes:			
32.1 Paid in.....			
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....			
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....			(5,500,000)
36. Change in treasury stock.....			
37. Aggregate write-ins for gains and losses in surplus.....	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37).....	5,854,437	3,836,100	9,884,336
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	113,995,825	102,093,152	108,141,388

DETAILS OF WRITE-INS

0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO ESCROW (REFUNDS).....			(1)
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	0	0	(1)
1401. MISCELLANEOUS OTHER INCOME.....	49,560	54,449	42,929
1402. INTEREST INCOME ON INTERCOMPANY BALANCES.....	2,502	2,191	11,432
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	52,062	56,640	54,361
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	0	0

PROGRESSIVE MAX INSURANCE COMPANY
CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	89,002,423	84,295,218	329,251,192
2. Net investment income.....	2,033,966	1,906,093	6,730,042
3. Miscellaneous income.....	54,720	(82,169)	(150,352)
4. Total (Lines 1 through 3).....	91,091,109	86,119,142	335,830,882
5. Benefit and loss related payments.....	49,884,637	46,116,698	196,709,213
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	26,575,099	27,479,156	103,629,162
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$....300,036 tax on capital gains (losses).....	1,670,510	1,952,764	7,958,626
10. Total (Lines 5 through 9).....	78,130,246	75,548,618	308,297,001
11. Net cash from operations (Line 4 minus Line 10).....	12,960,863	10,570,524	27,533,881
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	48,640,233	21,812,738	127,450,650
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....	237,187	650,250	
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	48,640,233	22,049,925	128,100,900
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	71,903,986	25,641,487	121,301,949
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	438,063		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	72,342,049	25,641,487	121,301,949
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(23,701,816)	(3,591,562)	6,798,951
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			5,500,000
16.6 Other cash provided (applied).....	(10,058,873)	(6,978,962)	2,965,921
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(10,058,873)	(6,978,962)	(2,534,079)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(20,799,826)	0	31,798,753
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	31,798,753	(0)	(0)
19.2 End of period (Line 18 plus Line 19.1).....	10,998,927	(0)	31,798,753

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001				
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NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying statutory-basis financial statements of Progressive Max Insurance Company (the "Company") were prepared on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance ("DOI").

The Ohio DOI requires insurance companies domiciled in the state of Ohio to prepare their statutory-basis financial statements in accordance with the National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* subject to any deviations prescribed or permitted by the Ohio DOI. No deviations from NAIC statutory accounting practices ("NAIC SAP") were used in preparing these statutory-basis financial statements as illustrated in the table below:

Description	State of Domicile	March 31, 2013	December 31, 2012
Net income			
(1) Net income, state basis	OH	\$ 5,398,001	\$ 14,536,807
(2) Effect of state prescribed practices		-	-
(3) Effect of state permitted practices		-	-
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	\$ 5,398,001	\$ 14,536,807
Surplus			
(5) Policyholders' surplus, state basis	OH	\$ 113,995,825	\$ 108,141,388
(6) Effect of state prescribed practices		-	-
(7) Effect of state permitted practices		-	-
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	\$ 113,995,825	\$ 108,141,388

2. Accounting Changes and Corrections of Errors

No significant change

3. Business Combinations and Goodwill

No significant change

4. Discontinued Operations

No significant change

5. Investments

D. Loan-Backed Securities

1. The sources used to determine prepayment assumptions are derived from updated cash flows from widely utilized reputable industry sources. The Company's portfolio managers review the available cash flow data and prepayment assumptions and make adjustments based on current performance indicators on the underlying assets (e.g., delinquency rates, foreclosure rates, and default rates), credit support (via current levels of subordination), and historical credit ratings.
2. Intent to Sell or Inability to Hold Securities with a Recognized Other-Than-Temporary Impairment
Not applicable
3. The Company has not recognized any other-than-temporary impairment for loan-backed and structured debt securities since the adoption of SSAP No. 43R.
4. As of March 31, 2013, the Company had \$20,663 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

As of March 31, 2013, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position is as follows:

Description	Amount
a. Aggregate amount of unrealized losses	
1. Less than twelve months	\$ 282
2. Twelve months or longer	20,381
Total	\$ 20,663
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	\$ 5,026,249
2. Twelve months or longer	4,723,289
Total	\$ 9,749,538

5. Under SSAP No. 43R, the Company analyzes its structured debt securities to determine if the Company intends to sell, or if it is more likely than not that the Company will be required to sell, the security prior to recovery and, if so, the Company writes down the security to its current fair market value with the entire amount of the write-down recorded as a realized loss. To the extent that it is more likely than not that the Company will hold the debt security until recovery (which could be maturity), the Company determines if any of the decline in value is due to a credit loss (i.e., where the present value of cash flows expected to be collected is lower than the amortized cost basis of the security) and, if so, the Company recognizes that portion of the impairment as a realized loss.

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change

7. Investment Income

No significant change

NOTES TO FINANCIAL STATEMENTS

8. Derivative Instruments
No significant change

9. Income Taxes
No significant change

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties
No significant change

11. Debt
No significant change

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans
No significant change

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations
No significant change

14. Contingencies

- D. Claims Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits
Not Applicable
- E. All Other Contingencies

The Company is named as defendant in various lawsuits arising out of its insurance operations. All legal actions relating to claims made under insurance policies are considered by the Company in establishing its loss and LAE reserves. The Company also has, on a net basis, potential exposure relating to lawsuits due to its participation in a 100% pooling reinsurance agreement for which it is allocated litigation expenses.

The following is a discussion of potentially significant pending cases at March 31, 2013. Unless specifically noted, the Company does not consider a loss from these cases to be probable and is unable to estimate a range of loss, if any, at this time.

As of March 31, 2013, there was one certified class action lawsuit challenging the Company's use of certain automated database vendors or software to assist in the adjustment of bodily injury claims. Plaintiffs allege that these databases or software systematically undervalue the claims. An Agreement to settle was reached in 2012 and a loss reserve was established accordingly. As of March 31, 2013, the settlement was still being administered.

As of March 31, 2013, there was a putative class action lawsuit alleging that the Company failed to reimburse legal fees incurred to recover medical damages for personal injury protection benefits. An agreement to settle was reached in 2013 and a loss reserve was established accordingly. As of March 31, 2013, the settlement was still being administered.

15. Leases
No significant change

16. Information about Financial Instruments with Off-Balance Sheet Risk and with Concentrations of Credit Risk
No significant change

17. Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

- C. Wash Sales

The Company had no wash sales of securities with a NAIC rating of 3 or below during the reporting period.

18. Gain or Loss from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
No significant change

19. Direct Premiums Written/Produced by Managing General Agents/Third Party Administrators
No significant change

20. Fair Value Measurements

- A. Inputs Used for Assets and Liabilities Measured at Fair Value in the Company's Financial Statements
 - 1. Fair Value Measurements by Levels 1, 2 and 3

The Company categorizes its financial instruments, based on the degree of subjectivity inherent in the method by which they are valued, into a fair value hierarchy of three levels, as follows:

Level 1 - Inputs are unadjusted, quoted prices in active markets for identical instruments at the measurement date (e.g., active exchange-traded equity securities).

Level 2 - Inputs (other than quoted prices included within Level 1) that are observable for the instrument either directly or indirectly. This includes: (i) quoted prices for similar instruments in active markets, (ii) quoted prices for identical or similar instruments in markets that are not active, (iii) inputs other than quoted prices that are observable for the instruments, and (iv) inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are unobservable. Unobservable inputs reflect the Company's subjective evaluation about the assumptions market participants would use in pricing the financial instrument.

The Company's management evaluated whether the market was distressed or inactive in determining the fair value of the Company's securities and reviewed certain market level inputs to evaluate whether sufficient activity, volume, and new issuances existed to create an active market. Based on this evaluation, management concluded that there was sufficient activity in determining the fair market value of the Company's securities.

NOTES TO FINANCIAL STATEMENTS

The valuations classified as either Level 1 or Level 2 in the table below are priced exclusively by external sources, including: pricing vendors, dealers/market makers, and exchange-quoted prices. The Company did not have any transfers between Level 1 and Level 2. At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3.

Fair Value Measurements at March 31, 2013:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	\$ --	\$ 5,026,249	\$ --	\$ 5,026,249
Total assets at fair value	\$ --	\$ 5,026,249	\$ --	\$ 5,026,249
b. Liabilities on balance sheet at fair value				
Derivative liabilities	\$ --	\$ --	\$ --	\$ --
Total liabilities at fair value	\$ --	\$ --	\$ --	\$ --

2. Roll forward of Level 3 Items

Not applicable

3. Policy on Transfers Into and Out of Level 3

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3.

4. Inputs and Techniques Used for Level 2 and Level 3 Fair Values

See Note 20A above.

5. Derivative Fair Values

Not applicable

B. Other Fair Value Disclosures

Not applicable

C. Fair Values for all Financial Instruments by Levels 1, 2, and 3

The table below represents the fair value of all financial instruments however, not all financial instruments are reported at fair value in the Company's financial statements.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	\$ 297,333,823	\$ 288,983,365	\$ 142,915,677	\$ 154,418,146	\$ --	\$ --
Cash equivalents	10,998,927	10,998,927	10,998,927	--	--	--
Short term investments	--	--	--	--	--	--
Common stock	--	--	--	--	--	--
Preferred stock	--	--	--	--	--	--
Total	\$ 308,332,750	\$ 299,982,292	\$ 153,914,604	\$ 154,418,146	\$ --	\$ --

D. Financial Instruments for Which it is Not Practicable to Estimate Fair Values

Not applicable

21. Other Items

No significant change

22. Events Subsequent

The Company was not impacted by any subsequent events. Subsequent events have been considered through May 10, 2013 for the statutory statement that was available for issuance by May 15, 2013.

23. Reinsurance

No significant change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change

25. Changes in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior accident years increased by \$130,000 in 2013, which is less than 1% of the total prior year net unpaid losses and LAE of \$130,695,600. Auto physical damage reserve development was unfavorable primarily due to late emerging losses for accident year 2012. Adjusting and other expense reserves also developed unfavorably. The unfavorable development was partially offset by favorable development for private passenger auto liability reserves due to originally anticipated severity for accident year 2012 decreasing 0.5%.

26. Intercompany Pooling Arrangements

No significant change

NOTES TO FINANCIAL STATEMENTS

- 27. Structured Settlements
 - No significant change
- 28. Health Care Receivables
 - No significant change
- 29. Participating Accident and Health Policies
 - No significant change
- 30. Premium Deficiency Reserves
 - No significant change
- 31. High Deductibles
 - No significant change
- 32. Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses
 - No significant change
- 33. Asbestos and Environmental Reserves
 - No significant change
- 34. Subscriber Savings Accounts
 - No significant change
- 35. Multiple Peril Crop Insurance
 - No significant change
- 36. Financial Guaranty Insurance
 - No significant change

PROGRESSIVE MAX INSURANCE COMPANY

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change: _____

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012.....

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007.....

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 4/7/2009.....

6.4 By what department or departments?
OHIO

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0

13. Amount of real estate and mortgages held in short-term investments: \$.....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$0	\$0
14.22 Preferred Stock.....	\$0	\$0
14.23 Common Stock.....	\$0	\$0
14.24 Short-Term Investments.....	\$0	\$0
14.25 Mortgage Loans on Real Estate.....	\$0	\$0
14.26 All Other.....	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$0	\$0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0

16.3 Total payable for securities lending reporting on the liability page: \$.....0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
CITIBANK, N.A.	338 GREENWICH STREET NEW YORK, NY 10013

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
NONE		

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes [] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
NONE			

17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
NONE		

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X] No []

18.2 If no, list exceptions:

PROGRESSIVE MAX INSURANCE COMPANY
GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?
 If yes, attach an explanation. Yes [] No [X] N/A []

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured?
 If yes, attach an explanation. Yes [] No [X]

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled?
 3.2 If yes, give full and complete information thereto: Yes [] No [X]

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero?
 4.2 If yes, complete the following schedule: Yes [] No [X]

1 Line of Business	2 Maximum Interest	3 Disc. Rate	Total Discount				Discount Taken During Period			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 Total	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 Total
Total.....	.....XXX..	.....XXX.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0

5. Operating Percentages:
 5.1 A&H loss percent 0.0 %
 5.2 A&H cost containment percent 0.0 %
 5.3 A&H expense percent excluding cost containment expenses 0.0 %
 6.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
 6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0
 6.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
 6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

PROGRESSIVE MAX INSURANCE COMPANY
SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)

NONE

PROGRESSIVE MAX INSURANCE COMPANY
SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....	.AL	L.....					
2. Alaska.....	.AK	L.....					
3. Arizona.....	.AZ	L.....					
4. Arkansas.....	.AR	L.....					
5. California.....	.CA	N.....					
6. Colorado.....	.CO	L.....					
7. Connecticut.....	.CT	L.....					
8. Delaware.....	.DE	L.....					
9. District of Columbia.....	.DC	L.....					
10. Florida.....	.FL	N.....					
11. Georgia.....	.GA	L.....	(473)	1,274,256	.66,230	.707,853	.998,186
12. Hawaii.....	.HI	L.....					
13. Idaho.....	.ID	L.....					
14. Illinois.....	.IL	L.....					
15. Indiana.....	.IN	L.....					
16. Iowa.....	.IA	L.....					
17. Kansas.....	.KS	L.....					
18. Kentucky.....	.KY	L.....			(6,069)	.52	.41,178
19. Louisiana.....	.LA	N.....					
20. Maine.....	.ME	N.....					
21. Maryland.....	.MD	L.....					
22. Massachusetts.....	.MA	N.....					
23. Michigan.....	.MI	N.....					
24. Minnesota.....	.MN	L.....					
25. Mississippi.....	.MS	L.....			3,734	(11,550)	
26. Missouri.....	.MO	L.....	3,379,043	3,703,959	1,425,391	1,897,374	3,618,768
27. Montana.....	.MT	L.....					
28. Nebraska.....	.NE	L.....					
29. Nevada.....	.NV	L.....					
30. New Hampshire.....	.NH	L.....					
31. New Jersey.....	.NJ	L.....					
32. New Mexico.....	.NM	L.....					
33. New York.....	.NY	L.....	14,903,445	12,964,437	6,795,339	.6,704,943	.15,562,493
34. North Carolina.....	.NC	L.....					
35. North Dakota.....	.ND	L.....					
36. Ohio.....	.OH	L.....	.250,000	.250,000	.3,742	.27,883	.1,987,652
37. Oklahoma.....	.OK	L.....					
38. Oregon.....	.OR	L.....					
39. Pennsylvania.....	.PA	L.....					
40. Rhode Island.....	.RI	L.....	.2,103,377	.2,360,940	.1,621,819	.2,265,844	.4,924,081
41. South Carolina.....	.SC	L.....	.6,471,036	.8,617,031	.4,301,583	.4,595,253	.11,099,233
42. South Dakota.....	.SD	L.....					
43. Tennessee.....	.TN	N.....					
44. Texas.....	.TX	N.....					
45. Utah.....	.UT	L.....					
46. Vermont.....	.VT	L.....					
47. Virginia.....	.VA	L.....			88	(1,835)	.10,476
48. Washington.....	.WA	L.....	.7,624,838	.8,907,370	.4,867,220	.6,750,948	.14,544,842
49. West Virginia.....	.WV	L.....	.7,415,463	.5,699,702	.2,947,257	.2,023,778	.6,369,743
50. Wisconsin.....	.WI	L.....					
51. Wyoming.....	.WY	L.....					
52. American Samoa.....	.AS	N.....					
53. Guam.....	.GU	N.....					
54. Puerto Rico.....	.PR	N.....					
55. US Virgin Islands.....	.VI	N.....					
56. Northern Mariana Islands.....	.MP	N.....					
57. Canada.....	.CAN	N.....					
58. Aggregate Other Alien.....	OT	XXX.....	.0	.0	.0	.0	.0
59. Totals.....	(a)	43	42,146,729	.43,777,695	.22,026,334	.24,960,543	.59,146,176
							.60,987,648

DETAILS OF WRITE-INS

58001.....	XXX.....						
58002.....	XXX.....						
58003.....	XXX.....						
58998. Summary of remaining write-ins for Line 58 from overflow page.....	XXX.....	.0	.0	.0	.0	.0	.0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above).....	XXX.....	.0	.0	.0	.0	.0	.0

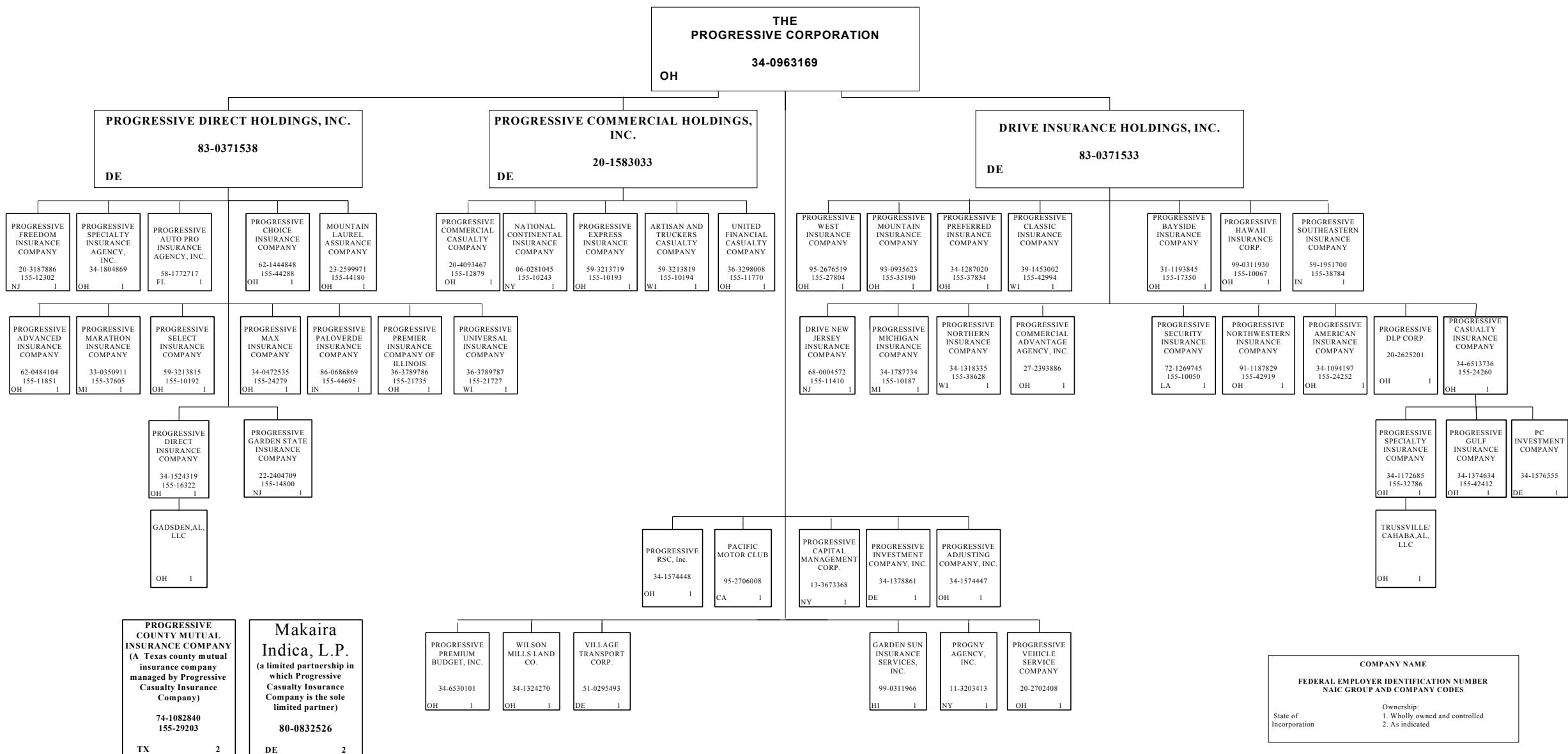
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



AS OF 03/31/13

SCHEDULE Y**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
0155.....	The Progressive Insurance Group...	00000....	34-0963169	.....	0000080661	New York Stock Exchange..	The Progressive Corporation.....	OH.....	UIP.....	Board, Management.....	Board.....	.....	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	83-0371533	.....	.....	.....	Drive Insurance Holdings, Inc.....	DE.....	NIA.....	The Progressive Corporation.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	11410....	68-0004572	.....	.....	.....	Drive New Jersey Insurance Company.....	NJ.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	24252....	34-1094197	.....	.....	.....	Progressive American Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	17350....	31-1193845	.....	.....	.....	Progressive Bayside Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	24260....	34-6513736	.....	.....	.....	Progressive Casualty Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	34-1576555	.....	.....	.....	PC Investment Company.....	DE.....	NIA.....	Progressive Casualty Insurance Company.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	29203....	74-1082840	.....	.....	.....	Progressive County Mutual Insurance Company.....	TX.....	IA.....	Progressive Casualty Insurance Company.....	Management.....	.....	The Progressive Corporation.	2, 3.....
0155.....	The Progressive Insurance Group...	42412....	34-1374634	.....	.....	.....	Progressive Gulf Insurance Company.....	OH.....	IA.....	Progressive Casualty Insurance Company.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	32786....	34-1172685	.....	.....	.....	Progressive Specialty Insurance Company.....	OH.....	IA.....	Progressive Casualty Insurance Company.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	.....	.....	.....	.....	Trussville/Cahaba, AL , LLC.....	OH.....	NIA.....	Progressive Specialty Insurance Company.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	42994....	39-1453002	.....	.....	.....	Progressive Classic Insurance Company.....	WI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	20-2625201	.....	.....	.....	Progressive DLP Corp.....	OH.....	NIA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10067....	99-0311930	.....	.....	.....	Progressive Hawaii Insurance Corp.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10187....	34-1787734	.....	.....	.....	Progressive Michigan Insurance Company.....	MI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	35190....	93-0935623	.....	.....	.....	Progressive Mountain Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	38628....	34-1318335	.....	.....	.....	Progressive Northern Insurance Company.....	WI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	42919....	91-1187829	.....	.....	.....	Progressive Northwestern Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	37834....	34-1287020	.....	.....	.....	Progressive Preferred Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10050....	72-1269745	.....	.....	.....	Progressive Security Insurance Company.....	LA.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	38784....	59-1951700	.....	.....	.....	Progressive Southeastern Insurance Company.....	IN.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	27804....	95-2676519	.....	.....	.....	Progressive West Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	27-2393886	.....	.....	.....	Progressive Commercial Advantage Agency, Inc.....	OH.....	NIA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	20-1583033	.....	.....	.....	Progressive Commercial Holdings, Inc.....	DE.....	NIA.....	The Progressive Corporation.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10194....	59-3213819	.....	.....	.....	Artisan and Truckers Casualty Company.....	WI.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10243....	06-0281045	.....	.....	.....	National Continental Insurance Company.....	NY.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	12879....	20-4093467	.....	.....	.....	Progressive Commercial Casualty Company.....	OH.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10193....	59-3213719	.....	.....	.....	Progressive Express Insurance Company.....	OH.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	11770....	36-3298008	.....	.....	.....	United Financial Casualty Company.....	OH.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	83-0371538	.....	.....	.....	Progressive Direct Holdings, Inc.....	DE.....	UDP.....	The Progressive Corporation.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	44180....	23-2599971	.....	.....	.....	Mountain Laurel Assurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	11851....	62-0484104	.....	.....	.....	Progressive Advanced Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	58-1772717	.....	.....	.....	Progressive Auto Pro Insurance Agency, Inc.....	FL.....	NIA.....	Progressive Direct Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	44288....	62-1444848	.....	.....	.....	Progressive Choice Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	16322....	34-1524319	.....	.....	.....	Progressive Direct Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000....	.....	.....	.....	.....	Gadsden, AL, LLC.....	OH.....	NIA.....	Progressive Direct Insurance Company.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....

SCHEDULE Y**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0155.....	The Progressive Insurance Group...	12302.....	20-3187886	.....	.....	.....	Progressive Freedom Insurance Company.....	NJ.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	14800.....	22-2404709	.....	.....	.....	Progressive Garden State Insurance Company.....	NJ.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	37605.....	33-0350911	.....	.....	.....	Progressive Marathon Insurance Company.....	MI.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	24279.....	34-0472535	.....	.....	.....	Progressive Max Insurance Company.....	OH.....	.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	44695.....	86-0686869	.....	.....	.....	Progressive Paloverde Insurance Company.....	IN.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	21735.....	36-3789786	.....	.....	.....	Progressive Premier Insurance Company of Illinois.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10192.....	59-3213815	.....	.....	.....	Progressive Select Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1804869	.....	.....	.....	Progressive Specialty Insurance Agency, Inc.....	OH.....	NIA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	21727.....	36-3789787	.....	.....	.....	Progressive Universal Insurance Company.....	WI.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	99-0311966	.....	.....	.....	Garden Sun Insurance Services, ILC.....	HI.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	95-2706008	.....	.....	.....	Pacific Motor Club.....	CA.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	11-3203413	.....	.....	.....	PROGNY Agency, Inc.....	NY.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1574447	.....	.....	.....	Progressive Adjusting Company, Inc.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	13-3673368	.....	.....	.....	Progressive Capital Management Corp.....	NY.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1378861	.....	.....	.....	Progressive Investment Company, Inc.....	DE.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-6530101	.....	.....	.....	Progressive Premium Budget, Inc.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1574448	.....	.....	.....	Progressive RSC, Inc.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	20-2702408	.....	.....	.....	Progressive Vehicle Service Company.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	51-0295493	.....	.....	.....	Village Transport Corp.....	DE.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1324270	.....	.....	.....	Wilson Mills Land Co.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	80-0832526	.....	.....	.....	Makaira Indica, LP.....	CA.....	NIA.....	Progressive Casualty Insurance Company.....	Other.....	.....	The Progressive Corporation.	1, 3, 4.....

Q12.1

Asterisk Explanation

1	Schedule Y Part 1A is a common schedule for all companies in The Progressive Insurance Group, however column 10 requires specific relationship information relative to the reporting entity.
2	Progressive County Mutual Insurance Company is a Texas county mutual insurance company that is controlled, but not owned by Progressive Casualty Insurance Company.
3	None of the companies in The Progressive Insurance Group are Federally chartered or insured institutions and therefore, do not have Federal RSSD numbers.
4	Makaira Indica, LP is a limited partnership in which Progressive Casualty Insurance Company is the sole limited partner.

PROGRESSIVE MAX INSURANCE COMPANY

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....			0.0	
2. Allied lines.....			0.0	
3. Farmowners multiple peril.....			0.0	
4. Homeowners multiple peril.....			0.0	
5. Commercial multiple peril.....			0.0	
6. Mortgage guaranty.....			0.0	
8. Ocean marine.....			0.0	
9. Inland marine.....	555,142	162,181	29.2	52.4
10. Financial guaranty.....			0.0	
11.1 Medical professional liability - occurrence.....			0.0	
11.2 Medical professional liability - claims-made.....			0.0	
12. Earthquake.....			0.0	
13. Group accident and health.....			0.0	
14. Credit accident and health.....			0.0	
15. Other accident and health.....			0.0	
16. Workers' compensation.....			0.0	
17.1 Other liability-occurrence.....	219,027	(112,132)	(51.2)	24.6
17.2 Other liability-claims made.....	62,265	(33,923)	(54.5)	141.6
17.3 Excess workers' compensation.....			0.0	
18.1 Products liability-occurrence.....			0.0	
18.2 Products liability-claims made.....			0.0	
19.1, 19.2 Private passenger auto liability.....	26,303,468	14,450,627	54.9	58.3
19.3, 19.4 Commercial auto liability.....			0.0	
21. Auto physical damage.....	12,216,562	7,604,524	62.2	58.5
22. Aircraft (all perils).....			0.0	
23. Fidelity.....			0.0	
24. Surety.....			0.0	
26. Burglary and theft.....			0.0	
27. Boiler and machinery.....			0.0	
28. Credit.....			0.0	
29. International.....			0.0	
30. Warranty.....			0.0	
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0.0	
35. Totals.....	39,356,465	22,071,278	56.1	58.2

DETAILS OF WRITE-INS

3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date		3 Prior Year Year to Date
		2 Current Year to Date	3 Prior Year Year to Date	
1. Fire.....				
2. Allied lines.....				
3. Farmowners multiple peril.....				
4. Homeowners multiple peril.....				
5. Commercial multiple peril.....				
6. Mortgage guaranty.....				
8. Ocean marine.....				
9. Inland marine.....	377,659	377,659	384,226	
10. Financial guaranty.....				
11.1 Medical professional liability - occurrence.....				
11.2 Medical professional liability - claims made.....				
12. Earthquake.....				
13. Group accident and health.....				
14. Credit accident and health.....				
15. Other accident and health.....				
16. Workers' compensation.....				
17.1 Other liability-occurrence.....	132,342	132,342	140,870	
17.2 Other liability-claims made.....	250,000	250,000	250,000	
17.3 Excess workers' compensation.....				
18.1 Products liability-occurrence.....				
18.2 Products liability-claims made.....				
19.1, 19.2 Private passenger auto liability.....	28,391,572	28,391,572	29,437,256	
19.3, 19.4 Commercial auto liability.....				
21. Auto physical damage.....	12,995,156	12,995,156	13,565,343	
22. Aircraft (all perils).....				
23. Fidelity.....				
24. Surety.....				
26. Burglary and theft.....				
27. Boiler and machinery.....				
28. Credit.....				
29. International.....				
30. Warranty.....				
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	
34. Aggregate write-ins for other lines of business.....	0	0	0	
35. Totals.....	42,146,729	42,146,729	43,777,695	

DETAILS OF WRITE-INS

3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2010 + Prior.....	18,626	3,963	22,588	3,552	155	3,707	16,188	592	2,080	18,859	1,114	(1,136)	(22)
2. 2011.....	24,147	5,939	30,086	4,655	222	4,877	18,846	1,738	4,735	25,319	(647)	756	109
3. Subtotals 2011 + Prior.....	42,773	9,901	52,674	8,207	377	8,584	35,034	2,329	6,814	44,178	468	(380)	88
4. 2012.....	58,780	19,241	78,021	18,588	1,893	20,481	37,101	7,532	12,951	57,584	(3,092)	3,135	43
5. Subtotals 2012 + Prior.....	101,553	29,142	130,695	26,794	2,270	29,065	72,135	9,861	19,765	101,761	(2,624)	2,754	130
6. 2013.....	XXX.....	XXX.....	XXX.....	XXX.....	29,359	29,359	XXX.....	20,033	9,009	29,041	XXX.....	XXX.....	XXX.....
7. Totals.....	101,553	29,142	130,695	26,794	31,630	58,424	72,135	29,894	28,774	130,802	(2,624)	2,754	130
8. Prior Year-End's Surplus As Regards Policyholders											Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. .....(2.6)%	2. .....9.5 %	3. .....0.1 %
												Col. 13, Line 7 Line 8	
												4. .....0.1 %	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO _____
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO _____
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO _____
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	NO _____

Explanation:

- 1.
- 2.
- 3.
- 4.

Bar Code:

PROGRESSIVE MAX INSURANCE COMPANY
Overflow Page for Write-Ins**Additional Write-ins for Assets:**

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. STATE TAX CREDITS.....			0	0
2597. Summary of remaining write-ins for Line 25.....		0	0	30,521

PROGRESSIVE MAX INSURANCE COMPANY
SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and mortgage interest points and commitment fees.....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Total valuation allowance.....		
13. Subtotal (Line 11 plus Line 12).....	0	0
14. Deduct total nonadmitted amounts.....		
15. Statement value at end of current period (Line 13 minus Line 14).....	0	0

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book/adjusted carrying value.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	264,667,099	269,291,575
2. Cost of bonds and stocks acquired.....	71,903,986	121,301,949
3. Accrual of discount.....	125,014	311,916
4. Unrealized valuation increase (decrease).....	(282)	
5. Total gain (loss) on disposals.....	1,200,294	2,301,946
6. Deduct consideration for bonds and stocks disposed of.....	48,640,233	127,450,650
7. Deduct amortization of premium.....	272,513	1,089,637
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	288,983,365	264,667,099
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	288,983,365	264,667,099

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	250,428,906	44,931,077	58,906,544	(61,607)	236,391,832			250,428,906
2. Class 2 (a).....	40,946,123	29,479,906	15,279,032	(48,421)	55,098,576			40,946,123
3. Class 3 (a).....	5,090,827		5,054,365	(36,462)				5,090,827
4. Class 4 (a).....		8,491,765		119	8,491,884			
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	296,465,856	82,902,748	79,239,941	(146,371)	299,982,292	0	0	296,465,856
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	296,465,856	82,902,748	79,239,941	(146,371)	299,982,292	0	0	296,465,856

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

Sch. DA-Pt 1
NONE

Sch. DA-Verification
NONE

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

PROGRESSIVE MAX INSURANCE COMPANY
SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	31,798,753	
2. Cost of cash equivalents acquired.....	10,998,762	33,896,778
3. Accrual of discount.....	1,412	1,975
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	31,800,000	2,100,000
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	10,998,927	31,798,753
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	10,998,927	31,798,753

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 UE 8	US TREASURY NOTE 0.750% 12/31/17.....		..01/16/2013	Goldman Sachs.....		10,006,250	10,000,000	3,522	1.....
912828 UF 5	US TREASURY NOTE 1.125% 12/31/19.....		..01/08/2013	CSFBdirect.....		9,900,000	10,000,000	2,797	1.....
0599999.	Total - Bonds - U.S. Government.....					19,906,250	20,000,000	6,319	XXX.....
Bonds - Industrial and Miscellaneous									
17319W AL 3	CGCMT 2013-SMP D 3.008% 01/12/18.....		..03/05/2013	Citicorp Securities Inc.....		5,026,813	5,000,000	7,938	1FE.....
205887 BP 6	CONAGRA FOODS INC 1.300% 01/25/16.....		..01/15/2013	Bank of America Corp.....		9,995,600	10,000,000		2FE.....
39153V BJ 2	GALC 2013-1 A3 0.780% 06/15/16.....		..02/05/2013	Wells Fargo Bank.....		8,999,252	9,000,000		1FE.....
776696 AD 8	ROPER INDUSTRIES INC 1.850% 11/15/17.....		..01/10/2013	Wells Fargo Bank.....		7,461,796	7,405,000		2FE.....
98978V AF 0	ZOETIS INC 1.875% 02/01/18.....		..01/17/2013	Various.....		12,022,510	12,000,000		2FE.....
62886H AJ 0	NCL CORP LTD 5.000% 02/15/18.....	F.....	..02/04/2013	Deutsche Bank.....		8,491,765	8,500,000	972	4FE.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					51,997,736	51,905,000	29,459	XXX.....
8399997.	Total - Bonds - Part 3.....					71,903,986	71,905,000	35,778	XXX.....
8399999.	Total - Bonds.....					71,903,986	71,905,000	35,778	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					71,903,986	XXX.....	35,778	XXX.....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Desig- nation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Temporar y Amortizatio n Accretion	13 Other Than Temporary Impairment	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.									
Bonds - U.S. Government																							
912828 UE 8	US TREASURY NOTE 0.750% 12/31/17.....		01/31/2013	Barclays Capital.....		9,942,109	10,000,000	10,006,250			(50)		(50)		10,006,200		(64,090)	(64,090)	6,340	12/31/2017	1.....		
0599999.	Total - Bonds - U.S. Government.....					9,942,109	10,000,000	10,006,250	0	0	(50)	0	(50)	0	10,006,200	0	(64,090)	(64,090)	6,340	XXX..	XXX..		
Bonds - U.S. States, Territories and Possessions																							
13067J LA 7	CALIFORNIA ST ECONOMIC 5.000% 07/01/18....		01/07/2013	Goldman Sachs.....		3,612,900	3,000,000	3,601,890	3,509,979		(2,225)		(2,225)		3,507,754		105,146	105,146	78,750	07/01/2018	1FE....		
677521 MH 6	OHIO STATE 5.000% 08/01/19.....		01/09/2013	JP Morgan Securities.....		9,281,250	7,500,000	8,752,425	8,548,417		(5,200)		(5,200)		8,543,216		738,034	738,034	169,792	08/01/2019	1FE....		
1799999.	Total - Bonds - U.S. States, Territories & Possessions.....					12,894,150	10,500,000	12,354,315	12,058,396	0	(7,425)	0	(7,425)	0	12,050,970	0	843,180	843,180	248,542	XXX..	XXX..		
Bonds - U.S. Special Revenue and Special Assessment																							
67756Q MS 3	OHIO ST HSG FIN AGY 5.000% 09/01/39.....		03/01/2013	Call 100.0000.....		200,000	200,000	210,262	205,435		(5,435)		(5,435)		200,000		0	0	5,000	03/01/2018	1FE....		
882750 NA 6	TEXAS ST HSG & CMNTY 4.250% 01/01/34.....		03/01/2013	Call 100.0000.....		150,000	150,000	161,954	159,550		(9,550)		(9,550)		150,000		0	0	3,736	06/01/2022	1FE....		
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.....					350,000	350,000	372,216	364,985	0	(14,985)	0	(14,985)	0	350,000	0	0	0	8,736	XXX..	XXX..		
Bonds - Industrial and Miscellaneous																							
205887 BP 6	CONAGRA FOODS INC 1.300% 01/25/16.....		03/01/2013	JP Morgan Securities.....		10,099,400	10,000,000	9,995,600			(126)		(126)		9,995,726		103,674	103,674	14,806	01/25/2016	2FE....		
21036P AJ 7	CONSTELLATION BRANDS IN 4.625% 03/01/23....		01/10/2013	Citicorp Securities Inc.....		3,148,500	3,000,000	3,056,250	3,054,496		(131)		(131)		3,054,365		94,135	94,135	58,198	03/01/2023	3FE....		
21036P AJ 7	CONSTELLATION BRANDS IN 4.625% 03/01/23....		02/20/2013	Call 100.0000.....		2,000,000	2,000,000	2,037,500	2,036,331		(36,331)		(36,331)		2,000,000		0	0	47,792	03/01/2023	3FE....		
260543 CA 9	DOW CHEMICAL COMPANY 5.900% 02/15/15.....		01/28/2013	Bank of America Corp.....		5,506,700	5,000,000	5,543,950	5,294,400		(11,094)		(11,094)		5,283,306		223,395	223,395	136,028	02/15/2015	2FE....		
36830H AC 6	GEEST 2011-A1 A3 1.450% 01/21/18.....		03/21/2013	Paydown.....		1,833,384	1,833,384	1,833,110	1,833,357		28		28		1,833,384		0	0	4,316	01/21/2018	1FE....		
55609M AB 6	MEFT 2011-A A2 1.210% 09/20/13.....		03/20/2013	Paydown.....		1,066,984	1,066,984	1,066,953	1,068,676		(1,693)		(1,693)		1,066,984		0	0	1,977	09/20/2013	1FE....		
66704J BQ 0	NEF 2006-A A3 0.497% 05/28/26.....		02/28/2013	Paydown.....		444,298	444,298	424,304	428,442		15,856		15,856		444,298		0	0	592	05/28/2026	1FE....		
76113A AE 1	RASC 2006-KS1 A3 0.424% 02/25/36.....		03/25/2013	Paydown.....		227,854	227,854	207,348	224,368		3,487		3,487		227,854		0	0	148	02/25/2036	1FM....		
86358E QG 4	SAIL 2005-1 A8 0.804% 02/25/35.....		03/25/2013	Paydown.....		1,126,854	1,126,854	969,094	1,108,067		18,787		18,787		1,126,854		0	0	1,403	02/25/2035	1FM....		
3899999.	Total - Bonds - Industrial & Miscellaneous.....					25,453,974	24,699,374	25,134,109	15,048,137	0	(10,965)	0	(10,965)	0	25,032,771	0	421,204	421,204	265,260	XXX..	XXX..		
8399997.	Total - Bonds - Part 4.....					48,640,233	45,549,374	47,866,890	27,471,518	0	(33,425)	0	(33,425)	0	47,439,941	0	1,200,294	1,200,294	528,878	XXX..	XXX..		
8399999.	Total - Bonds.....					48,640,233	45,549,374	47,866,890	27,471,518	0	(33,425)	0	(33,425)	0	47,439,941	0	1,200,294	1,200,294	528,878	XXX..	XXX..		
9999999.	Total - Bonds, Preferred and Common Stocks.....					48,640,233	XXX	47,866,890	27,471,518	0	(33,425)	0	(33,425)	0	47,439,941	0	1,200,294	1,200,294	528,878	XXX..	XXX..		

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

PROGRESSIVE MAX INSURANCE COMPANY
SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	

Open Depositories

CITIBANK.....	NEW YORK, NY.....	.....	.....	.....	.....	.....	.....	XXX..
0199999. Total Open Depositories.....	.....XXX.....	.....XXX.....	.....0.....	.....0.....	.....0.....	.....0.....	.....0.....	XXX..
0399999. Total Cash on Deposit.....	.....XXX.....	.....XXX.....	.....0.....	.....0.....	.....0.....	.....0.....	.....0.....	XXX..
0599999. Total Cash.....	.....XXX.....	.....XXX.....	.....0.....	.....0.....	.....0.....	.....0.....	.....0.....	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
CARGILL GLOBAL FUND PLC.....		03/26/2013	0.090	05/10/2013	10,998.927		165
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations.....					10,998.927	.0	165
3899999. Total - Industrial and Miscellaneous (Unaffiliated).....					10,998.927	.0	165
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					10,998.927	.0	165
8399999. Subtotals - Bonds.....					10,998.927	.0	165
8699999. Total - Cash Equivalents.....					10,998.927	.0	165